



225228

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MACKE RESTAURANTS, INC.

INTO

THE MACKE COMPANY

The Macke Company, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 15th day of October, 1934, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the Common Stock of Macke Restaurants, Inc., a corporation incorporated on the 2nd day of February, 1966, pursuant to the Business Corporation Laws of the Commonwealth of Pennsylvania.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 23rd day of August, 1979, determined to and did merge into itself said Macke Restaurants, Inc.:

RESOLVED, that The Macke Company merge, and it hereby does merge into itself said Macke Restaurants, Inc., and assumes all of its obligations;

FURTHER RESOLVED, that the merger shall become effective as of the close of business on August 31, 1979;

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Macke Restaurants, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the board of directors of The Macke Company at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said The Macke Company has caused this certificate to be signed by Howard W. Herman, Vice President, and attested by Stanley Wanger, its Secretary, this 23rd day of August, 1979.

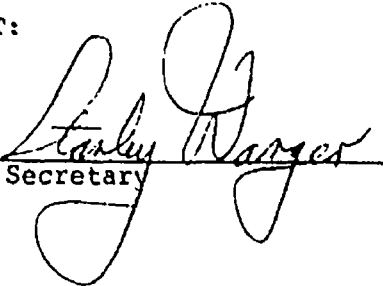
THE MACKE COMPANY

By


Vice President

ATTEST:

By


Secretary